

CT0177909

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470
Telephone: (916) 445-2021

WEBSITE ADDRESS:

<http://ag.ca.gov/charities/>

**INITIAL
REGISTRATION FORM
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS**
(Government Code Sections 12580-12599.7)



NOTE: A \$25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.

Pursuant to Section 12585, registration is required of every trustee subject to the Supervision of Trustees and Fundraisers for Charitable Purposes Act within thirty days after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.

Name of Organization: Atheist Alliance International

The name of the organization should be the legal name as stated in the organization's organizing instrument (i.e., articles of incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:

Address:

750 Tranquil Lane

City: Simi Valley

State: California

ZIP Code: 93065

Organization's telephone number: 805-405-3929

Organization's e-mail address: info@atheistalliance.org

Organization's fax number: N/A

Organization's website: www.atheistalliance.org

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN):

45-2944213


Group Exemption FEIN (if applicable):

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: C3398233

#2110410 \$25.

Names and addresses of ALL trustees or directors and officers (attach a list if necessary):			
Name See Attached List		Position	
Address			
City	State	ZIP Code	
Name		Position	
Address			
City	State	ZIP Code	
Name		Position	
Address			
City	State	ZIP Code	
Name		Position	
Address			
City	State	ZIP Code	
Name		Position	
Address			
City	State	ZIP Code	
<p>Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.</p> <p>Educational. The corporation was formed to educate its members and the general public about atheism, secularism and related issues. Substantially all of the activities of the organization are expected to be conducted outside of California., with many of its activities conducted in other countries. The bulk of the organization's assets will be held in the organization's bank accounts, which will be held in a bank registered in California. The current organization treasurer resides in California.</p>			
<p>The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at http://ag.ca.gov/charities/.</p>			
If assets (funds, property, etc.) have been received, enter the date first received: Date assets first received: _____			Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.
What annual accounting period has the organization adopted? <input type="checkbox"/> Fiscal Year Ending _____ <input checked="" type="checkbox"/> Calendar Year			

Attach your founding documents as follows:		
A) Corporations - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.		
B) Associations - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).		
C) Trusts - Furnish a copy of the trust instrument or will and decree of final distribution.		
D) Trustees for charitable purposes - Furnish a statement describing your operations and charitable purpose.		
Has the organization applied for or been granted IRS tax exempt status Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
Date of application for Federal tax exemption: _____		
Date of exemption letter: _____ Exempt under Internal Revenue Code section 501(c) _____		
If known, are contributions to the organization tax deductible? Yes <input type="checkbox"/> No <input type="checkbox"/>		
Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS.		
Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s):		
Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name N/A		
Address		
City	State	ZIP Code
Telephone Number		
Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name N/A		
Address		
City	State	ZIP Code
Telephone Number		
Commercial Fundraiser <input type="checkbox"/>	Fundraising Counsel <input type="checkbox"/>	Commercial Coventurer <input type="checkbox"/>
Name N/A		
Address		
City	State	ZIP Code
Telephone Number		
I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.		
Signature 	Title Treasurer	Date August 15, 2011
If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).		
If you have questions regarding registration, or need assistance, information is available on our website at http://ag.ca.gov/charities/ or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.		

ARTICLES OF INCORPORATION

JUL 05 2011

1. The name of the corporation is Atheist Alliance International.
2. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California for charitable purposes.
3. The specific purpose of this corporation is educational within the meaning of Internal Revenue Code section 501(c)3. The specific purpose of this corporation is to educate its members and the general public about atheism, secularism and related issues, through its publications, advocacy and community-building activities.
4. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
6. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).
7. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
8. The board of directors is authorized to establish multiple classes of membership for the corporation and to determine the voting rights for each class of membership.
9. (a) For the purposes of this section,

agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation;

"proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

"expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).

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(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under California Corporations Code Section 5233, or an action brought by the California Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

(c) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under California Corporations Code Section 5233, or brought by the California Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision:

- (1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

- (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

- (3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General

(d) To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in subdivision (d), any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c),

by a majority vote of a quorum consisting of directors who are not parties to such proceeding.

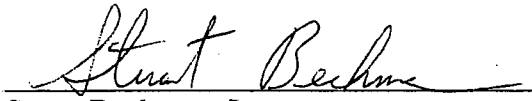
10. The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Stuart Bechman

Address: 750 Tranquil Lane

Simi Valley

California 93065



Stuart Bechman, Incorporator

NOTARIAL PUBLIC
STATE OF CALIFORNIA
My Comm. Expires 12/31/2008
Notary Public for the State of California
Stuart Bechman, Incorporator





I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

AUG 03 2011

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

BYLAWS
ATHEIST ALLIANCE INTERNATIONAL INC. (the "Alliance")

1. THE ALLIANCE

- a) The vision of the Alliance (the "Vision") is to transform society into one that understands and respects atheism; that supports and respects a worldview based on the values of reason, empiricism and naturalism; and that respects and protects the separation of religion and government and the constitutional and human rights of atheists as members of society in free, democratic and open nations.
- b) The Alliance is legally established in the State of California, USA, and is subject to the relevant laws and regulations of that state.

2. BYLAWS

- a) The Bylaws were adopted by the Board at its first Board meeting following incorporation of the Alliance.
- b) Any doubt that may arise as to the interpretation of these Bylaws shall be resolved by the Board, subject to appeal at a General Meeting of the Alliance.
- c) These Bylaws may be amended at a General Meeting. Motions to amend the Bylaws must be received by the Secretary at least eight weeks prior to a General Meeting.
- d) The Board shall have discretion to accept emergency resolutions at a General Meeting, but only in relation to matters that have arisen since the closure date for receipt of motions.
- e) Any member of the Board or Advisory Council may propose an amendment to the Bylaws. Such a proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and be accompanied by a statement of the reasons for the proposed changes.
- f) To be effective, amendments to the Bylaws must be passed by at least a two-thirds majority of votes cast by Members voting (in person or by proxy) according to their appropriate representation weighting at a General Meeting.

3. DEFINITIONS

- a) In these Bylaws:
 - "Affiliate Member" means any organisation that is a full member of the Alliance, having met the required criteria, having paid its annual fees on time, and having fulfilled its annual responsibilities to the Alliance.
 - "Associate Member" means any organisation that has an agreed co-operative partnership with the Alliance in order to further common aims, having met the required criteria, having paid its annual fees on time, and having fulfilled its annual responsibilities to the Alliance.
 - "Individual Member" means any person who is an individual member of the Alliance, having met the required criteria, having paid their annual fees on time, and having fulfilled their annual responsibilities to the Alliance.

- A “Member” is an Affiliate Member, Associate Member and/or Individual Member as the context requires.
- “Board” means the body consisting of the Officers – which must include a President, Vice-President, Secretary, and Treasurer – and other members as appointed or elected in accordance with these Bylaws.
- “Advisory Council” means the body of people appointed by Affiliate Members and Associate Members annually to represent them in Advisory Council discussions.
- “General Meeting” means any meeting of the Members, called on an annual or extraordinary basis in accordance with the procedures set out in these Bylaws, for purposes which may include: electing or removing members of the Board, voting on properly received motions, passing statements of Alliance policy, and receiving information from the Board in respect of the Alliance’s operations. Members eligible to participate in General Meetings may do so in person or through any electronic means approved for that purpose by the Board.
- “Annual General Meeting” means the General Meeting of the Alliance held each year at place and time to be determined by the Board.

4. MEMBERS

- a) There are three classes of membership of the Alliance – Affiliate Members, Associate Members and Individual Members. Membership is open to all organisations or individuals who subscribe to the Vision of the Alliance, and who commit to further these to the best of their ability.
- b) The Board can suspend or revoke any Membership if it judges that the Member concerned has failed to meet the relevant Membership criteria, or if it believes that the Member’s activities are incompatible with the best interests of the Alliance as a whole.
- c) The Board shall set annual Membership fees for each category of membership, which must be paid in full within 60 days of receipt of an invoice by the Member. The Board may waive fees for any organisation at any class of membership if it is satisfied that the group suffers financial hardship and its membership would be a benefit to the Alliance.
- d) Any Member whose annual fees have not been paid on time will forfeit their votes (if any) at any General Meeting, may not nominate a person or stand for election to the Board, and may have their membership suspended or revoked by the Board.
- e) Any Member wishing to terminate their Membership can do so by notifying the Secretary in writing of their intention, their reasons, and the effective date of the termination.

Affiliate Membership

- f) Affiliate Membership is open to local, regional, national and supra-national organisations throughout the world (with one exception in relation to groups from the

United States of America, detailed below in (k)) that are determined by the Board to meet the following criteria:

- i. The organisation must be a recognised group within the atheist/agnostic/humanist/freethought community.
 - ii. The organisation must operate in an ethical manner.
 - iii. The organisation must be able to demonstrate that it has a democratic character (including elections to its governing body at least every four years).
- g) Applications for Affiliate Membership will be subject to review and approval by the Board. All such applications must include at least: the application form (completed in English), a copy of the applicant's bylaws or constitution or similar document, a statement that the applicant subscribes to the Vision of the Alliance, contact details for three current officers of the applicant, its membership figures, and details of the applicant's activities. The criteria for Affiliate Membership may be changed from time to time by the Board.
- h) If an organisation's Affiliate Membership application is refused by the Board it may have its application voted on at the next General Meeting. If the application is approved by at least 50% of the votes cast at the General Meeting the organisation will be approved for Affiliate Membership by the Board (subject to the exception stated in (k)).
- i) A condition of continuing Affiliate Membership is that each Affiliate Member must respond to an annual inquiry from the Board regarding its up-to-date membership figures, most recent elections, current bylaws and current contact details for at least three officers.
- j) Affiliate Members are entitled to representation on the Advisory Council – and hold voting rights at General Meetings – through a weighted voting system based on their membership. All Affiliate Members receive one seat/vote, those with between 100 and 300 members receive two seats/votes and Affiliates with over 300 members receive three seats/votes. In the event that an Affiliate has members that are also organisations of individuals the Board will determine the appropriate voting level.
- k) While the Alliance may admit national organisations from the United States of America (the "USA") as Affiliate Members, only local and regional groups based in the USA that are members of [AAX], may be accepted by the Board as Affiliate Members.

Associate Membership

- l) Associate Membership is open to local, regional, national and supra-national organisations throughout the world that want to have a co-operative relationship with the Alliance and that are determined by the Board to meet the following criteria:
- i. The organisation must be a recognised group within the atheist/agnostic/humanist/freethought community.
 - ii. The organisation must operate in an ethical manner.

- m) Applications for Associate Membership will be subject to review and approval by the Board. All such applications must include at least: the application form (completed in English), a statement that the applicant subscribes to the Alliance's Vision, contact details for one current officer of the applicant and details of the applicant's activities. The criteria for Associate Membership can be changed from time to time by the Board.
- n) If an organisation's Associate Membership application is refused by the Board it may have its application voted on at the next General Meeting. If the application is approved by at least 50% of the votes cast at the General Meeting the organisation will be approved for Associate Membership by the Board.
- o) A condition of continuing Associate Membership is that each Associate must respond to an annual inquiry from the Board regarding its current contact details for at least one officer.
- p) Associate Members are each entitled to one seat on the Advisory Council. Associate Members are not entitled to vote at a General Meeting.

Individual Membership

- q) Individual Membership of the Alliance is open to any person throughout the world who wants to support the work of the Alliance. Individuals may join the Alliance independently of any Affiliate Member or Associate Member.
- r) Applications for Individual Membership will be subject to review and approval by the Board. All such applications must include at least: the application form (completed in English), a statement that the applicant subscribes to the Alliance's Vision and the applicant's contact details. The criteria for Individual Membership can be changed from time to time by the Board.
- s) If an individual's Individual Membership application is refused by the Board the person may have their application voted on at the next General Meeting. If the application is approved by at least 50% of the votes cast at the General Meeting the individual will be approved for Individual Membership by the Board.
- t) A condition of continuing Individual Membership is that each member must respond to an annual inquiry from the Board regarding their current contact details.
- u) Each year one member of the Board will be nominated to be the contact point for Individual Members if they wish to raise an issue with the Board, Advisory Council or at a General Meeting. Individual Members may participate in General Meetings but have no voting rights.
- v) The Board may establish several categories of Individual Membership for various purposes at its discretion.

5. BOARD

- a) There shall be a Board of the Alliance. The Board has full executive authority and responsibility for the operations and activities of the Alliance, subject only to compliance at all times with the provisions of relevant laws and these Bylaws and any policies passed at Board meetings.

- b) The Board will comprise a minimum of four directors and a maximum of thirteen directors.
- c) The Board is required to submit to each Annual General Meeting a report on the current and proposed operations of the Alliance and a statement of the previous year's accounts.
- d) Only the President, and any other persons specifically designated by the Board as the President's agents for this purpose, may communicate or purport to communicate officially on behalf of the Alliance.
- e) Subject to (f) the Members who are entitled to vote at General Meetings will elect the Board.
- f) The first Board will be appointed by the Incorporator on the basis of the votes recorded by the Affiliate Members at the meeting proposed to be held on 3 June 2011.
- g) Subsequent to appointment of the first Board, any person nominated by an Affiliate Member, an Associate Member or who is an Individual Member may be considered for election to the Board. Nominations for election must be submitted to the Secretary at least eight weeks in advance of the Annual General Meeting; if insufficient nominations have been received for any post by that deadline, additional nominations for those posts only can be made up to the time of the vote at the next Annual General Meeting.
- h) In all circumstances, no more than one person nominated by any single Affiliate or Associate Member may be elected to the Board, and no more than three people from any single nation may be elected to the Board. For the purposes of this clause a person "is nominated by" an Affiliate or Associate if they are a member of the board (or substantially similar body) of, hold an executive position at, or have a significant influence on the operations of, the relevant Affiliate or Associate. If a person could "be nominated by" more than one Affiliate or Associate then that person may choose which applicable Affiliate or Associate they should be considered as nominated by for the purposes of this clause.
- i) Elections to the Board shall be conducted on a preferential voting basis and shall be overseen by a person nominated by the Board, who shall not be a person standing for election at that time.
- j) Board members shall generally serve terms of two years and are eligible for re-election when their term expires.
- k) The terms of the Board members will be staggered, so that, in general:
 - a. In even-numbered years the President, Treasurer or Secretary, and up to five non-officer members will be elected;
 - b. In odd-numbered years, the Vice-President, Treasurer or Secretary, any other Officers whose posts are created after these Bylaws come into effect, and up to five non-officer members will be elected.

- l) As an exceptional measure, to give effect to the procedure described in (k), when the first Board is appointed by the Incorporator, two executive officers and up to five non-officer members will be appointed for a term of one year.
- m) The Board may, at any time, appoint a member to serve on the Board, either to fill a casual vacancy or as an addition to the existing Board members provided the total number of members of the Board remains within the minimum and maximum set out in (b) above. Any member of the Board so appointed may hold office until the next Annual General Meeting, at which time that person may offer themselves for election.
- n) The President of the Alliance shall be the chairperson of meetings and of the Board and in the absence of the President, the Vice-President shall so act. If at any meeting, neither the President nor the Vice-President is present, the Board members present must choose an alternative chairperson for the meeting.
- o) The Board may meet and otherwise despatch its business and regulate its meetings as it sees fit, but must hold at least one scheduled meeting to which all Board members are invited per year. Meetings of the Board may include in-person meetings, teleconferences, videoconferences and other formats as the Board chooses.
- p) A quorum shall consist of five members of the Board.
- q) The business of the Board shall be decided by a simple majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote
- r) The Board may delegate any of its powers to committees consisting of its members as it thinks fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed upon it by the Board.

6. ADVISORY COUNCIL

- a) Affiliate Members and Associate Members shall appoint those people whom they want to represent them on the Advisory Council.
- b) Appointments are effective until the Member ceases Membership, until (in the case of Affiliate Members) an appointment must be terminated to ensure the the maximum number of Advisory Council appointments under the membership-weighted system is not exceeded (in the event of any dispute about which Advisory Council appointment is to be terminated, the most recent appointment will be terminated) or until the Affiliate Member or Associate Member notifies the Alliance that another person is to be appointed in that place.
- c) The Advisory Council will operate by means of an Internet-based system which will enable representatives to discuss and debate matters pertinent to the operations of the Alliance. The Board will take note of all such exchanges when reaching executive decisions.

7. GENERAL MEETINGS.

- a) The first Annual General Meeting of the Alliance must take place within 15 months of incorporation. Thereafter, the Alliance shall hold an Annual General Meeting each calendar year and not more than 18 months after the last Annual General Meeting.

- b) At the Annual General Meeting conducted in 2013 the Board will present a report reviewing the state of incorporation and tax status of the Alliance and provide opportunity for Members to present their views on these topics. The Board will take such Members' views into account when considering whether or not the state of incorporation and/or tax status of the Alliance are appropriate to further the Alliance's purposes.
- c) The Annual General Meeting will approve the accounts and elect Board members.
- d) At least twelve weeks prior to the Annual General Meeting, Members shall be notified of the date and location of the meeting and of the general nature of the business to come before the meeting.
- e) At least ten weeks prior to any General Meeting other than the Annual General Meeting, members of the Alliance shall be notified of the date and location of the meeting and of the general nature of the business to come before the meeting.
- f) Members that wish to propose a motion at a General Meeting shall submit that motion to the Secretary at least eight weeks prior to the date of the meeting.
- g) All motions will be presented to members at least seven weeks prior to the date of a General Meeting, and any proposed amendments to motions must be received by the Secretary at least six weeks in advance of the meeting.
- h) The Secretary will present to all Members, no later than four weeks prior to the date of the meeting, a complete agenda including all nominations to the Board, all motions and amendments, and any necessary background information.
- i) The Board can propose and accept emergency motions later than the times referenced in (c) – (h) above, but only on matters that have arisen since the closure date for receipt of motions.
- j) No business shall be transacted at any General Meeting unless a quorum is present; at least one representative each from at least five Affiliate Members shall constitute a quorum for the purposes of a General Meeting.
- k) Representatives participating in a General Meeting in person or through such electronic forums as the Board approves will be considered present, hold their allocated voting rights and count towards quorum.
- l) Any Affiliate Member that is unable to attend a General Meeting may authorise another Affiliate Member or the President of the Alliance to cast a proxy vote on its behalf, provided that the Secretary is notified of this arrangement at least two weeks prior to the meeting.
- m) The President of the Alliance shall be the chairperson of any General Meeting and in the absence of the President, the Vice-President shall so act. If at any General Meeting, neither the President nor the Vice-President is present, the Board members present must choose an alternative chairperson for the meeting.
- n) Motions other than Special Resolutions put to a General Meeting shall be decided on either a simple majority or a majority based on preferential voting, as determined by the Board and described in the notice of meeting, depending on the nature of the

motion. Where there is an equality of votes, the chairperson shall have an additional or casting vote.

- o) Special Resolutions must be approved by at least a two-thirds majority of votes cast at a General Meeting. The Alliance may only undertake the following actions or transactions with the support of a Special Resolution:
 - i. Change of name of the Alliance;
 - ii. Change of Vision;
 - iii. Merger of the Alliance with another organisation;
 - iv. Dissolution of the Alliance;
 - v. Expression of no confidence in the Board or any Board member.
- p) The Board, or Affiliate Members representing at least 25% of the total votes that may be cast at a General Meeting, may, whenever they think fit, convene a General Meeting.
- q) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member shall not invalidate the proceedings at that meeting.

8. ACCOUNTS

- a) The Board shall cause proper accounts to be kept, showing: all money received and expended by the Alliance; all sales and purchases of goods and services by the Alliance; and the assets and liabilities of the Alliance. The accounts shall be such as are necessary to give a true and fair view of the state of the Alliance's affairs and to explain its transactions
- b) The Alliance's financial year shall end on 31 December.